

\*\*E-filed 9/28/06\*\*

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Attorneys for Defendants Rambus Inc.,  
 Thomas J. Bentley, Sunlin Chou,  
 Michael P. Farmwald, Mark Horowitz,  
 Harold Hughes, Kevin Kennedy,  
 Satish Rishi and Abraham Sofaer

UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA  
 SAN JOSE DIVISION

MICHAEL A. BERNSTEIN PROFIT SHARING  
 KEOGH PLAN and RONALD L. SCHWARCZ,  
 on Behalf of Themselves and All Others Similarly  
 Situated,

Plaintiff,

v.

HAROLD HUGHES, DAVID MOORING,  
 ROBERT K. EULAU, GEOFFREY TATE,  
 BRUCE DUNLEVIE, P. MICHAEL  
 FARMWALD, JOHN D. DANFORTH, MARK  
 HOROWITZ, KEVIN KENNEDY, CHARLES  
 GESCHKE, WILLIAM DAVIDOW, and  
 RAMBUS INC.,

Defendants.

CASE NO.: C 06-4346 JF

**STIPULATION AND [PROPOSED]  
 CONSOLIDATION AND  
 SCHEDULING ORDER**

JOSEPH MANIGLIA, Individually and On Behalf  
 of All Others Similarly Situated.

Plaintiff,

v.

HAROLD HUGHES, GEOFF TATE, ROBERT  
 EULAU, SATISH RISHI and RAMBUS INC.,

Defendants.

CASE NO.: C 06-4427 RS

ANATOLE OLCZAK, On Behalf of Himself And  
All Others Similarly Situated.

Plaintiff,

v.

RAMBUS INC., HAROLD HUGHES, ROBERT  
K. EULAU, GEOFFREY TATE, BRUCE  
DUNLEVIE, P. MICHAEL FARMWALD,  
KEVIN KENNEDY, CHARLES GESCHKE, and  
WILLIAM DAVIDOW,

Defendants.

CASE NO.: C 06-4629 BZ

MARILYN FREEDMAN, on behalf of herself and  
all others similarly situated.

Plaintiff,

v.

RAMBUS INC., HAROLD HUGHES, GEOFF  
TATE, J. THOMAS BENTLEY, SUNLIN CHOU,  
JOHN DANFORTH, WILLIAM DAVIDOW,  
BRUCE DUNLEVIE, ROBERT K. EULAU, P.  
MICHAEL FARMWALD, MARK HOROWITZ,  
KEVIN KENNEDY, DAVID MOORING, and  
ABRAHAM SOFAER,

Defendants.

CASE NO.: C 06-4715 WHA

WENDELL WILLIAMS, Individually and on  
Behalf of All Others Similarly Situated.

Plaintiff,

v.

HAROLD HUGHES, DAVID MOORING,  
ROBERT K. EULAU, GEOFFREY TATE,  
BRUNCE DUNLEVIE, P. MICHAEL  
FARMWALD, JOHN D. DANFORTH, MARK  
HOROWITZ, KEVIN KENNEDY, CHARLES  
GESCHKE, WILLIAM DAVIDOW, and  
RAMBUS, INC.,

Defendants.

CASE NO.: C 06-4732 MJJ

The parties hereby stipulate, and the Court hereby orders, as follows:



6. The file in Civil Action No. C 06-4346 JF shall constitute a Master File for every action in the consolidated action. When the document being filed pertains to all actions, the phrase "All Actions" shall appear immediately after the phrase "This Documents Relates To:". When a pleading applies only to some, but not all, of the actions, the document shall list, immediately after the phrase "This Documents Relates To:", the docket number for each individual action to which the document applies, along with the last name of the first-listed plaintiff in said action.

7. The parties shall file a Notice of Related Cases whenever a case that should be consolidated into this action is filed in, or transferred to, this District. If the Court determines that the case is related, the clerk shall:

- (a) place a copy of this Order in the separate file for such action;
- (b) serve on plaintiff's counsel in the new case a copy of this Order;
- (c) direct that this Order be served upon defendants in the new case; and
- (d) make the appropriate entry in the Master Docket.

**LEAD PLAINTIFF AND LEAD COUNSEL**

8. After the Court has designated a Lead Plaintiff and Lead Counsel in accordance with the Private Securities Litigation Reform Act, Lead Counsel shall have authority to speak for, and enter into agreements on behalf of, plaintiffs in all matters regarding pretrial procedures, discovery, and settlement negotiations. Lead Counsel shall manage the prosecution of this litigation to avoid duplicative or unproductive activities. Lead Counsel shall be responsible for coordination of all activities and appearances on behalf of plaintiffs and for dissemination of notices and orders. Lead Counsel shall be responsible for communications with the Court. Lead Counsel shall maintain a master service list of all parties and counsel.

9. Defendants' counsel may rely upon agreements made with Lead Counsel. Such agreements shall be binding on all plaintiffs.

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**PLEADINGS AND MOTIONS**

10. Defendants are not required to respond to the complaint in any action consolidated into this action, other than the consolidated complaint or a complaint designated as the operative complaint by Lead Counsel.

11. Unless otherwise agreed upon by the parties or ordered by the Court, Lead Counsel shall file a consolidated complaint or file a designation of a complaint as the operative complaint forty-five (45) days after the Court enters an Order appointing a Lead Plaintiff and Lead Counsel. The consolidated complaint or complaint designated as the operative complaint shall supersede all complaints filed in any of the actions consolidated therein.

12. Unless otherwise agreed upon by the parties and approved by the Court, the time for all defendants to respond is extended until forty-five (45) days after the later of (a) the filing of the consolidated complaint; or (b) the filing designating a complaint as the operative complaint by Lead Counsel. Unless otherwise agreed upon by the parties and approved by the Court, if defendants file any motions directed at the complaint, the opposition brief shall be filed within forty-five (45) days of that response, and the reply brief shall be filed thirty (30) days thereafter.

13. The parties shall serve all papers on each other by hand, by overnight delivery, by facsimile, or by e-filing, unless otherwise agreed upon by the parties. Notwithstanding the foregoing, defendants may serve plaintiffs' counsel, other than Lead Counsel, by first-class mail, unless otherwise agreed upon by the parties.

Dated: September 20, 2006

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

By: /s/ Randolph Gaw  
Randolph Gaw

Attorneys for Defendants  
Rambus Inc., Thomas J. Bentley, Sunlin Chou, Michael P.  
Farmwald, Mark Horowitz, Harold Hughes, Kevin  
Kennedy, Satish Rishi and Abraham Sofaer

1 Dated: September 20, 2006

MORRISON & FOERSTER LLP

2  
3 By: /s/ Darryl P. Rains  
Darryl P. Rains

4 Attorneys for Defendant John Danforth

5  
6 Dated: September 20, 2006

SHEARMAN & STERLING LLP

7  
8 By: /s/ Justin S. Chang  
Justin S. Chang

9 Attorneys for Defendants  
10 William Davidow, Bruce Dunlevie and Charles Geschke

11  
12 Dated: September 20, 2006

IRELL & MANELLA LLP

13  
14 By: /s/ Daniel P. Lefler  
Daniel P. Lefler

15 Attorneys for Defendant Geoffrey Tate

16  
17 Dated: September 20, 2006

STULL, STULL & BRODY

18  
19 By: /s/ Howard T. Longman  
Howard T. Longman

20 Attorneys for Plaintiffs  
21 Michael A. Bernstein Profit Sharing Keogh Plan and  
22 Ronald L. Schwarcz

23  
24 Dated: September 20, 2006

HULETT HARPER STEWART LLP

25  
26 By: /s/ Sarah P. Weber  
Sarah P. Weber

27 Attorneys for Plaintiff Joseph Maniglia

1 Dated: September 20, 2006

KLAFTER & OLSEN LLP

2  
3 By: /s/ Kurt B. Olsen  
Kurt B. Olsen

4 Attorneys for Plaintiff Anatole Olczak

5  
6 Dated: September 20, 2006

JOHNSON & PERKINSON

7  
8 By: /s/ James F. Conway, III  
James F. Conway, III

9 Attorneys for Plaintiff Wendell Williams

10  
11 Dated: September 20, 2006

GLANCY BINKOW & GOLDBERG LLP

12  
13 By: /s/ Lionel Z. Glancy  
Lionel Z. Glancy

14 Attorneys for Plaintiff Marilyn Freedman

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16  
17 **IT IS SO ORDERED:**

18 Pursuant to the parties' stipulation, the Court hereby orders, that pursuant to Federal Rule  
19 of Civil Procedure 42(a), the following related actions are consolidated into Civil Action No. C  
20 06-4346 JF for pretrial proceedings, trial, and appeal:

21 *Michael A. Bernstein Profit Sharing Plan v. Hughes, et al.*, No. C 06-4346 JF;

22 *Maniglia v. Hughes, et al.*, No. C 06-4427 RS;

23 *Olczak v. Rambus Inc., et al.*, No. C 06-4629 BZ;

24 *Freedman v. Rambus Inc., et al.*, No. C 06-4715 WHA; and

25 *Williams v. Hughes, et al.*, No. C 06-4732 MJJ.

26 The consolidated action shall be captioned: "*In re Rambus Inc. Securities Litigation.*"  
27 All related actions that are subsequently filed in, or transferred to, this District shall be  
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1 consolidated into this action for pretrial purposes. This Order shall apply to every such related  
2 action, absent order of the Court.

3 Defendants are not required to respond to the complaint in any action consolidated into  
4 this action, other than the consolidated complaint or a complaint designated as the operative  
5 complaint by Lead Counsel.

6 Unless otherwise agreed upon by the parties or ordered by the Court, Lead Counsel shall  
7 file a consolidated complaint or file a designation of a complaint as the operative complaint  
8 forty-five (45) days after the Court enters an Order appointing a Lead Plaintiff and Lead  
9 Counsel. The consolidated complaint or complaint designated as the operative complaint shall  
10 supersede all complaints filed in any of the actions consolidated therein.

11 Unless otherwise agreed upon by the parties and approved by the Court, the time for all  
12 defendants to respond is extended until forty-five (45) days after the later of (i) the filing of the  
13 consolidated complaint; or (ii) the filing designating a complaint as the operative complaint by  
14 Lead Counsel. Unless otherwise agreed upon by the parties and approved by the Court, if  
15 defendants file any motions directed at the complaint, the opposition brief shall be filed within  
16 forty-five (45) days of that response, and the reply brief shall be filed thirty (30) days thereafter.

17  
18 Dated: 9/22/06

  
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Hon. Jeremy D. Fogel  
United States District Court Judge

1 I, Randolph Gaw, am the ECF User whose identification and password are being used to  
2 file the Stipulation and [Proposed] Consolidation and Scheduling Order. In compliance with  
3 General Order 45.X.B, I hereby attest that Darryl P. Rains, Justin S. Chang, Daniel P. Lefler,  
4 Howard T. Longman, Sarah P. Weber, Kurt B. Olsen, James F. Conway, III and Hal K. Levitte  
5 have concurred in this filing.

6  
7 Dated: September 20, 2006

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

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9  
10 By: /s/ Randolph Gaw  
Randolph Gaw